EXHIBIT   B

QUITCLAIM DEED AND ASSIGNMENT

THIS QUITCLAIM DEED AND ASSIGNMENT, effective the 12th day of October, 1988, is from WESTERN STATES MINERALS CORPORATION, a Utah corporation ("Assignor"), whose address is 4975 Van Gordon Street, Wheat Ridge, Colorado 80033, to ASOMA (UTAH) INC., a Delaware corporation ("Assignee"), whose address is 6305 Fern Spring Cove, Austin, Texas 78730.

In consideration of Ten Dollars ($10.00) and other valuable consideration, and further in consideration of the mutual covenants, agreements, and promises herein contained, the parties hereto agree as follows:

1.   Quitclaim.   Assignor quitclaims to Assignee the unpatented lode mining claims more particularly described in Exhibit A attached hereto and incorporated by reference herein.

2.   Assignment.   Assignor assigns to Assignee all the right, title, and interest of Assignor in and to those certain leases, agreements, and permits described in Exhibits B through E attached hereto and in an to BLM right of way No. U-51906.

3.   Indemnity.   Assignee agrees to comply with and to be bound by the terms and conditions of said leases, agreements, and permits and shall indemnify and hold harmless Assignor from any claims, damages, costs, or expenses (including attorneys' fees) resulting from any default under said leases, agreements, and permits after the date of this Quitclaim Deed and Assignment or from any operations or activities of Assignee after the date of this Quitclaim Deed and Assignment on or in connection with the lode mining claims or the properties covered by the leases, agreements, and permits. Assignor shall be responsible for all reclamation on the lode mining claims and the properties.

4.   Royalty.   (a) Assignor reserves, and Assignee shall pay to Assignor, a production royalty of five percent (5%) of the Net Smelter Returns from all minerals, including by products and co-products thereof, produced and sold from the lode mining claims described in Exhibit A, and one percent (1%) of the Net Smelter Returns from all minerals, including by-products and co-products thereof, produced and sold from the properties covered by the leases, agreements, and permits described in Exhibits B through E.

(b) "Net Smelter Returns" means the actual proceeds of sale received by Assignee from the sale of ore, ore concentrates, bullion or other products mined, produced, and sold from the lode mining claims and the properties from a smelter, refinery

or other ore buyer after the deductions of smelter or refining charges, ore or bullion treatment charges, penalties, and any and all charges made by the purchaser of ore, bullion, or concentrates, less any and all transportation and insurance costs which may be incurred in connection with the transportation of ore, ore concentrates, bullion, or other ore products from the point of last processing by Assignee, less all umpire charges and any taxes, except income taxes, imposed on production or severance of ore or ore concentrates including, by way of example, the Utah Mine Occupation Tax.

(c) Production royalty payments shall be made by Assignee on or before thirty (30) days after receipt of final settlement and final payment by the smelter, refinery, or other ore buyer to Assignee for the minerals sold and for which the production royalty is payable. All royalty payments shall be by cashier's check, and production royalty payments shall be accompanied by a statement and settlement sheet showing the quantities and grades of metals, ores, minerals, or materials mined and sold from the lode mining claims and the properties, proceeds of sale, costs, assays and analyses, and other pertinent information in sufficient detail to explain the calculation of the production royalty payment.

(d) No royalties shall be payable on the first 15,000 ounces of gold produced from the lode mining claims and the properties.

5. <u>No Warranty</u>. Assignor makes no warranty, express or implied.

6. <u>Inurement</u>. All covenants, conditions, limitations, and provisions herein contained shall apply and are binding upon the parties hereto, their heirs, representatives, successors, and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Quitclaim Deed and Assignment as of the day and year first above written.

WESTERN STATES MINERALS CORPORATION

By _Arden B. Morrow_
     Arden B. Morrow, President

ASOMA (UTAH) INC.

By: _E.B. King_
     E.B. King, President

-2-

STATE OF _Colorado_)
) ss.
County of _Jefferson_)

      On the _11_ day of _October_ , 19 _88_, personally appeared before me Arden B. Morrow, who, being by me duly sworn did say, that he is the president of Western States Minerals Corporation, and that said instrument was signed in behalf of said corporation by authority of its by-laws or a resolution of its board of directors and said Arden B. Morrow acknowledged to me that said corporation executed the same.

                    John F. Carmody
                    Notary Public

          I reside at _Wheat Ridge, Co_

My Commission Expires:

_2/14/89_

[SEAL]

STATE OF _Texas_)
) ss.
County of _Harris_)

      On the _7th_ day of _October_ , 19 _88_, personally appeared before me E.B. King, who, being by me duly sworn did say, that he is the president of Asoma (Utah) Inc., and that said instrument was signed in behalf of said corporation by authority of its by-laws or a resolution of its board of directors and said E.B. King acknowledged to me that said corporation executed the same.

                    Notary Public

          I reside at _2607 Winrock_
          Houston   Texas 77057

My Commission Expires:

_02-19-89_

[SEAL]

-3-

DRUM MINE

CLAIM LIST

UPDATED 8/12/86

The following unpatented lode mining claims, located in Detroit Mining District of Millard, State of Utah, which have been recorded in the records of Millard County, Utah, and filed in the Utah State Office of the Bureau of Land Management, as follows:

Name of Claim	Date of Location	Recording Data			BLM UMC Number
		Book	Page	Date	
Yellow Cat No. 1	9-01-70	79	383	9-03-70	124963
Yellow Cat No. 2	"	"	384	"	124964
"	"	163	687	6-30-82	"
Yellow Cat No. 3	"	79	385	9-03-70	124965
Yellow Cat No. 4	"	"	386	"	124966
Yellow Cat No. 5	"	"	387	"	124967
"	"	164	265	7-21-82	"
Yellow Cat No. 6	"	79	388	9-03-70	124968
Yellow Cat No. 7	"	"	389	"	124969
Yellow Cat No. 8	"	"	390	"	124970
Yellow Cat No. 9	"	"	391	9-01-70	124971
Yellow Cat No. 10	"	"	392	9-03-70	124972
Yellow Cat No. 11	"	"	393	"	124973
"	"	164	266	7-21-82	"
Yellow Cat No. 12	8-29-79	136	104	8-30-79	124974
YC-Fraction	6-25-80	143	771	7-29-80	224617
"	"	163	688	6-30-82	"
"	"	164	264	7-21-82	"
YC-13	"	143	772	7-29-80	224618
"	"	163	689	6-30-82	"
YC-14	"	143	773	7-29-80	224619
"	"	163	690	6-30-82	"
YC-15	"	143	774	7-29-80	224620
"	"	163	691	6-30-82	"
YC-16	"	143	775	7-29-80	224621
"	"	163	692	6-30-82	"
YC-17	"	143	776	7-29-80	224622
"	"	163	693	6-30-82	"
YC-18	"	143	777	7-29-80	224623
"	"	163	694	6-30-82	"
YC-19	"	143	778	7-29-80	224624
"	"	163	695	6-30-82	"
YC-20	"	143	779	7-29-80	224625
"	"	163	696	6-30-82	"
YC-21	"	143	780	7-29-80	224626
"	"	163	697	6-30-82	"
YC-22	"	143	781	7-29-80	224627
"	"	163	698	6-30-82	"
YC-23	"	143	782	7-29-80	224628
"	"	163	699	6-30-82	"
YC-24	"	143	783	7-29-80	224629
"	"	163	700	6-30-82	"
YC-25	"	143	784	7-29-80	224630
"	"	163	701	6-30-82	"
YC-26	"	143	785	7-29-80	224631
"	"	163	702	6-30-82	"
YC-27	"	143	786	7-29-80	224632
"	"	163	703	6-30-82	"
YC-28	"	143	787	7-29-80	224633
"	"	163	704	6-30-82	"

Name Of Claim	Date of Location	Recording Data			BLM UMC Number
		Book	Page	Date	
YC-29	6-23-80	143	788	7-29-80	224634
"	"	163	705	6-30-82	"
YC-30	"	143	789	7-29-80	224635
"	"	163	706	6-30-82	"
YC-31	"	143	790	7-29-80	224636
"	"	163	707	6-30-82	"
YC-32	"	143	791	7-29-80	224637
"	"	163	708	6-30-82	"
YC-33	"	143	792	7-29-80	224638
"	"	163	709	6-30-82	"
YC-34	"	143	793	7-29-80	224639
"	"	163	710	6-30-82	"
YC-35	"	143	794	7-29-80	224640
"	"	163	711	6-30-82	"
YC-36	"	143	795	7-29-80	224641
"	"	163	712	6-30-82	"
YC-37	"	143	796	7-29-80	224642
"	"	163	713	6-30-82	"
YC-38	"	143	797	7-29-80	224643
"	"	163	714	6-30-82	"
YC-39	"	143	798	7-29-80	224644
"	"	163	715	6-30-82	"
YC-40	"	143	799	7-29-80	224645
"	"	163	716	6-30-82	"
YC-41	"	143	800	7-29-80	224646
"	"	163	717	6-30-82	"
YC-42	"	143	801	7-29-80	224647
"	"	163	718	6-30-82	"
YC-43	"	143	802	7-29-80	224648
"	"	163	719	6-30-82	"
YC-44	"	143	803	7-29-80	224649
"	"	163	720	6-30-82	"
YC-45	"	143	804	7-29-80	224650
"	"	163	721	6-30-82	"
YC-46	6-24-80	143	805	7-29-80	224651
"	"	163	722	6-30-82	"
YC-47	"	143	806	7-29-80	224652
"	"	163	723	6-30-82	"
YC-48	"	143	807	7-29-80	224653
"	"	163	724	6-30-82	"
YC-49	"	143	808	7-29-80	224654
"	"	163	725	6-30-82	"
YC-50	"	143	809	7-29-80	224655
"	"	163	726	6-30-82	"
YC-51	"	143	810	7-29-80	224656
"	"	163	727	6-30-82	"
YC-52	"	143	811	7-29-80	224657
"	"	163	728	6-30-82	"
YC-53	"	143	812	7-29-80	224658
"	"	163	729	6-30-82	"
YC-54	"	143	813	7-29-80	224659
"	"	163	730	6-30-82	"
YC-55	"	143	814	7-29-80	224660
"	"	163	731	6-30-82	"
YC-56	"	143	815	7-29-80	224661
"	"	163	732	6-30-82	"
YC-57	"	143	816	7-29-80	224662
"	"	163	733	6-30-82	"
YC-58	"	143	817	7-29-80	224663
"	"	163	734	6-30-82	"
YC-59	"	143	818	7-29-80	224664
"	"	163	735	6-30-82	"

| Name Of Claim | Date of Location | Recording Data | | | BLM |
		Book	Page	Date	UMC Number
YC-60	6-24-80	143	819	7-29-80	224665
. "	"	163	736	6-30-82	"
YC-61	"	143	820	7-29-80	224666
"	"	163	737	6-30-82	"
YC-62	9-21-82	166	156	9-23-82	258131
YC-63	"	"	157	"	258132
YC-64	"	"	158	"	258133
YC-65	"	"	159	"	258134
YC-66	. "	"	160	"	258135
YC-67	"	"	161	"	258136
YC-68	"	"	162	"	258137
YC-69	"	"	163	"	258138
YC-70	"	"	164	"	258139
YC-71	"	"	165	"	258140
YC-72	9-22-82	"	166	"	258141
YC-73	"	"	167	"	258142
YC-74	"	"	168	"	258143
YC-75	"	"	169	"	258144
YC-76	"	"	170	"	258145
YC-77	"	"	171	"	258146
YC-78	"	"	172	"	258147
YC-79	"	"	173	"	258148
YC-80	"	"	174	"	258149
YC-81	"	"	175	"	258150
YC-82	10-26-82	167	287	11-18-82	260743
YC-83	"	"	288	"	260744
YC-84	"	"	289	"	260745
.C-85	"	"	290	"	260746
YC-86	11-05-82	"	291	"	260747
YC-87	"	"	292	"	260748
YC-88	"	"	293	"	260749
YC-89	"	"	294	"	260750
YC-90	"	"	295	"	260751
YC-91	"	"	296	"	260752
YC-92	"	"	297	"	260753
YC-93	"	"	298	"	260754
YC-94	"	"	299	"	260755
C-95	"	"	300	"	260756
YC-96	"	"	301	"	260757
YC-97	"	"	302	"	260758
YC-98	"	"	303	"	260759
YC-99	"	"	304	"	260760
YC-100	"	"	305	"	260761
YC-101	"	"	306	"	260762
YC-102	"	"	307	"	260763
YC-103	"	"	308	"	260764
YC-104	"	"	309	"	260765
YC-105	"	"	310	"	260766
YC-106	11-06-82	"	311	"	260767
YC-107	"	"	312	"	260768
YC-108	"	"	313	"	260769
YC-109	"	"	314	"	260770
YC-110	"	"	315	"	260771
YC-111	"	"	316	"	260772
YC-112	"	"	317	"	260773
YC-113	"	"	318	"	260774
YC-114	"	"	319	"	260775
YC-115	"	"	320	"	260776
YC-116	"	"	321	"	260777
YC-117	"	"	322	"	260778
YC-118	"	"	323	"	260779
YC-119	"	"	324	"	260780
YC-120	"	"	325	"	260781
YC-121	"	"	326	"	260782
YC-122	"	"	327	"	260783
YC-123	"	"	328	"	260784

Name Of Claim	Date of Location	Recording Data Book	Page	Date	BLM UMC Number
YC-124	11-06-82	167	329	11-18-82	260785
YC-125	"	"	330	"	260786
YC-126	"	"	331	"	260787
YC-127	"	"	332	"	260788
YC-128	"	"	333	"	260789
.C-129	"	"	334	"	260790
YC-130	"	"	335	"	260791
YC-131	"	"	336	"	260792
YC-132	"	"	337	"	260793
YC-133	"	"	338	"	260794
YC-134	"	"	339	"	260795
YC-135	"	"	340	"	260796
YC-136	"	"	341	"	260797
YC-137	"	"	342	"	260798
YC-138	"	"	343	"	260799
YC-139	"	"	344	"	260800
YC-140	"	"	345	"	260801
YC-141	"	"	346	"	260802
YC-142	"	"	347	"	260803
YC-143	"	"	348	"	260804
YC-144	11-07-82	"	349	"	26080_
YC-145	"	"	350	"	260806
YC-146	"	"	351	"	260807
YC-147	"	"	352	"	260808
YC-148	"	"	353	"	260809
YC-149	"	"	354	"	260810
YC-150	"	"	355	"	260811
YC-151	"	"	356	"	260812
YC-152	"	"	357	"	260813
YC-153	"	"	358	"	260814
YC-154	11-08-82	"	359	"	260815
YC-155	"	"	360	"	260816
YC-156	"	"	361	"	260817
YC-157	"	"	362	"	260818
YC-158	"	"	363	"	260819
YC-159	"	"	364	"	260820
YC-160	"	"	365	"	260821
YC-161	"	"	366	"	260822
YC-162	"	"	367	"	260823
YC-163	"	"	368	"	260824
YC-164	"	"	369	"	260825
YC-165	"	"	370	"	260826
YC-170	12-04-82	"	874	12-08-82	260831
YC-171	"	"	875	"	260832
YC-172	"	"	876	"	260833
YC-175	12-07-82	168	218	12-20-82	260733
YC-176	"	"	219	"	260734
YC-177	"	"	220	"	260735
YC-178	"	"	221	"	260736
YC-179	4-27-83	171	22	4-28-83	264756
YC-180	"	"	23	"	264757
YC-181	"	"	24	"	264758
YC-182	"	"	25	"	264759
YC-183	"	"	26	"	264760
Yellow Cat-184	5-07-84	181	210	5-08-84	277088
Yellow Cat-185	"	"	211	"	277089
Yellow Cat-186	"	"	212	"	277090
Yellow Cat-187	"	"	213	"	277091
Yellow Cat-188	"	"	214	"	277092
Yellow Cat-189	"	"	215	"	277093
Yellow Cat-190	"	"	216	"	277094
Yellow Cat-191	"	"	217	"	277095

Name Of Claim	Date of Location	Recording Data			BLM UMC Number
		Book	Page	Date	
Yellow Cat-192	"	"	218	"	277096
Yellow Cat-193	"	"	219	"	277097
C Yellow Cat-14	10-15-85	194	585	10-31-85	287419
C Yellow Cat-15	"	"	586		287420
C Yellow Cat-18	"	"	587	"	287421
C Yellow Cat-19	"	"	588	"	287422
Yellow Cat-194	"	"	589	"	287423
DV - 1	10-13-87	213	25	10-30-87	305051
D.V. ≠ 2	10-14-87	213	26	10-30-87	305052
West Mizpah	6-23-85	191	353	6-25-85	284393

.uc67

TOAD CLAIM LIST

The following unpatented lode mining claims, located in Detroit Mining District of Millard, State of Utah, which have been recorded in the records of Millard County, Utah, and filed in the Utah State Office of the Bureau of Land Management, as follows:

		Recording Data			BLM
Name of Claim	Location	Book	Page	Date	UMC Number
Toad 2	8-16-87	211	639	8-31-87	302942
Toad 3	8-16-87	211	640	8-31-87	302943
Toad 4	8-16-87	211	641	8-31-87	302944
Toad 5	8-16-87	211	642	8-31-87	302945
Toad 6	8-16-87	211	643	8-31-87	302946
Toad 7	8-16-87	211	644	8-31-87	302947
Toad 8	8-16-87	211	645	8-31-87	302948

<u>County Line Claims</u>

The following unpatented lode mining claims located in the
Detroit Mining District, Millard and Juab Counties, Utah, the
location notices of which are of record in the Utah State Office
of the Bureau of Land Management ("BLM") and the offices of the
Millard and Juab County Recorders, Utah as follows:

Name of Claim	BLM U MC Number	Date of Location	County Recorder	Book	Page	File Number
DM - 9	305053	10/3/87	Juab	330	664	186535
DM - 10	305054	10/3/87	Juab	330	665	186536
DM - 11	305055	10/3/87	Juab	330	666	186537
DM - 12	305056	10/3/87	Juab	330	667	186538
DM - 13	305057	10/3/87	Juab	330	668	186539
DM - 14	305058	10/3/87	Juab	330	669	186540
DM - 15	305059	10/3/87	Juab	330	670	186541
DM - 16	305060	10/3/87	Juab	330	671	186542
DM - 17	305061	10/3/87	Juab	330	672	186543
DM - 18	305062	10/3/87	Juab	330	673	186544
DM - 19	305063	10/3/87	Millard	213	15	66587
DM - 20	305064	10/3/87	Millard	213	16	66588
DM - 21	305065	10/3/87	Millard	213	17	66589
DM - 22	305066	10/3/87	Millard	213	18	66590
DM - 23	305067	10/3/87	Millard	213	19	66591
DM - 24	305068	10/3/87	Millard	213	20	66592
DM - 25	305069	10/3/87	Millard	213	21	66593
DM - 26	305070	10/3/87	Millard	213	22	66594
DM - 27	305071	10/3/87	Millard	213	23	66595
DM - 28	305072	10/3/87	Millard	213	24	66596
DM - 29	305073	10/3/87	Juab	330	674	186545
DM - 30	305074	10/3/87	Juab	330	675	186546
DM - 31	305075	10/3/87	Juab	330	676	186547
DM - 32	305076	10/3/87	Juab	330	677	186548

T 14 S, R 11 W, SLM: Sections 34 & 35
T 15 S, R 11 W, SLM: Section 3

EXHIBIT B

Lease Agreement dated January 18, 1984 between Gold-Spor Mining Company, a Utah corporation, as lessor, and Western States Minerals Corporation, as lessee, a Memorandum of Lease being recorded in the office of the County Recorder of Millard County, Utah at Book 178, Page 862, covering the following property:

The following unpatented lode mining claims located in the Detroit Mining District, Millard County, Utah, the location certificates of which are of record in the Utah State Office of the U.S. Bureau of Land Management ("BLM") and in the office of the Millard County Recorder, Utah as follows:

Name of Claim	BLM Filing Number	Date of Location or Amendment	Recorded in Millard County		
			Date	Book	Page
Guy Lode	UMC 94374	7-21-34	07-21-34	9	344
Guy Lode No. 1	UMC 94375	1-24-43	01-28-43	11	141-142
Guy Lode No. 2	UMC 94376	1-24-43	01-28-43	11	142
Guy Lode No. 3.	UMC 94377	1-24-43	01-28-43	11	142
Mary-Jo Lode	UMC 94378	7-29-42	08-5-42	11	120
Black-Jo Lode	UMC 94379	9-18-42	10-14-42	11	129

<u>EXHIBIT C</u>

Lease and Purchase Option Agreement dated February 15, 1985 between George Albert Willden, et al., and Western States Minerals Corporation, a Utah corporation, a Short Form of which is recorded in the office of the County Recorder of Millard County, Utah at Book 197, Page 470, covering the following property:

The following unpatented lode mining claims located in the Detroit Mining District, Millard County, Utah, the location notices of which are of record in the Utah State Office of the U.S. Bureau of Land Management ("BLM") and in the office of the Millard County Recorder, Utah as follows:

Name of Claim	BLM UMC Number	Date of Location or Amendment	Recorded in Millard Cty		
			Date	Book	Page
Mizpah No.1	154051	07-01-53	7-30-53	13	196
Mizpah No.2	154052	07-01-53	7-30-53	13	197
Mizpah No.3	154053	07-01-53	7-30-53	13	197
Mizpah No.4	154054	07-01-53	7-30-53	13	197
Mizpah No.5	154055	07-01-53	7-30-53	13	198
Mizpah No.6	154056	07-01-53	7-30-53	13	198
Mizpah No.7	180704				
Sadie No.1	154047	07-01-52	7-01-52	4	198
Sadie No.2	154048	07-01-52	7-01-52	4	199
Sadie No.3	154049	07-01-52	7-01-52	4	199
Sadie No.4	154050	07-01-52	7-01-52	4	200
Sadie No.5	180705				

Amendments:

Name of Claim	BLM UMC Number	Date of Location or Amendment	Recorded in Millard Cty		
			Date	Book	Page
Mizpah No.1	154051	10-28-85	10-31-85	194	590
Mizpah No.2	154052	"	"	"	591
Mizpah No.3	154053	"	"	"	592
Mizpah No.4	154054	"	"	"	593
Mizpah No.5	154055	"	"	"	594
Mizpah No.6	154056	"	"	"	595
Mizpah No.7	180704	"	"	"	596
Sadie No.1	154047	"	"	"	597
Sadie No.2	154048	"	"	"	598
Sadie No.3	154049	"	"	"	599
Sadie No.4	154050	"	"	"	600
Sadie No.5	180705	"	"	"	601

EXHIBIT D

1.   Utah State Lease for Metalliferous Minerals dated July 13, 1987, covering Section 16, Township 12 South, Range 12 West, Salt Lake Base & Meridian.

2.   Utah State Lease for Metalliferous Minerals dated July 13, 1987, covering Section 16, Township 15 South, Range 10 West, Salt Lake Base & Meridian.

3.   Utah State Lease for Metalliferous Minerals dated August 31, 1987, covering Section 32, Township 14 South, Range 10 West, Salt Lake Base & Meridian.

EXHIBIT E

Water Rights Lease Agreement dated February 1, 1983 between Boyd F. Summerhays, as owner, and Yellow Cat Joint Venture, a joint venture of Western States Minerals Corporation and Nevada Resources Inc. a Memorandum of which is recorded in the office of the County Recorder of Millard County, Utah at Book 170, Page 625, covering the waters and water rights described in State of Utah Certificates of Appropriation of Water Nos. 9221 and 8440 and the lands described as follows:

T. 7 S., R. 16 W., S.L.B. & M

Section 11: NE1/4NE1/4;
Section 12: NW1/4, W1/2SE1/4,
             S1/2NE1/4.

BILL OF SALE

Western States Minerals Corporation, a Utah corporation ("Seller"), whose address is 4975 Van Gordon Street, Wheat Ridge, Colorado 80033, in consideration of Ten Dollars ($10.00) and other valuable consideration paid by ASOMA (UTAH) INC., a Delaware corporation ("Buyer"), whose address is 6305 Fern Spring Cove, Austin, Texas 78730, sells to Buyer the goods identified on Exhibit A attached hereto and incorporated by reference herein, including, without limitation, all gold or other precious metals, minerals, ore, ore concentrate, and other materials or goods in the process stream as of the date hereof or located as of the date hereof in or on the lands covered by the unpatented lode mining claims, agreements, and leases described on Exhibits B through F attached hereto and incorporated by reference herein.

The goods are sold **AS IS, WHERE IS.**

IN WITNESS WHEREOF Seller has executed this Bill of Sale this 12th day of October, 1988.

WESTERN STATES MINERALS CORPORATION

By _____
       Arden B. Morrow, President

EXHIBIT B

Lease Agreement dated January 18, 1984 between Gold-Spor Mining Company, a Utah corporation, as lessor, and Western States Minerals Corporation, as lessee, a Memorandum of Lease being recorded in the office of the County Recorder of Millard County, Utah at Book 178, Page 862, covering the following property:

The following unpatented lode mining claims located in the Detroit Mining District, Millard County, Utah, the location certificates of which are of record in the Utah State Office of the U.S. Bureau of Land Management ("BLM") and in the office of the Millard County Recorder, Utah as follows:

Name of Claim	BLM Filing Number	Date of Location or Amendment	Recorded in Millard County		
			Date	Book	Page
Guy Lode	UMC 94374	7-21-34	07-21-34	9	344
Guy Lode No. 1	UMC 94375	1-24-43	01-28-43	11	141-142
Guy Lode No. 2	UMC 94376	1-24-43	01-28-43	11	142
Guy Lode No. 3.	UMC 94377	1-24-43	01-28-43	11	142
Mary-Jo Lode	UMC 94378	7-29-42	08-5-42	11	120
Black-Jo Lode	UMC 94379	9-18-42	10-14-42	11	129

EXHIBIT C

　　　　Lease and Purchase Option Agreement dated February 15, 1985
between George Albert Willden, et al., and Western States
Minerals Corporation, a Utah corporation, a Short Form of which
is recorded in the office of the County Recorder of Millard
County, Utah at Book 197, Page 470, covering the following
property:

　　　　The following unpatented lode mining claims located in the
Detroit Mining District, Millard County, Utah, the location
notices of which are of record in the Utah State Office of the
U.S. Bureau of Land Management ("BLM") and in the office of the
Millard County Recorder, Utah as follows:

Name of Claim	BLM UMC Number	Date of Location or Amendment	Recorded in Millard Cty Date	Book	Page
Mizpah No.1	154051	07-01-53	7-30-53	13	196
Mizpah No.2	154052	07-01-53	7-30-53	13	197
Mizpah No.3	154053	07-01-53	7-30-53	13	197
Mizpah No.4	154054	07-01-53	7-30-53	13	197
Mizpah No.5	154055	07-01-53	7-30-53	13	198
Mizpah No.6	154056	07-01-53	7-30-53	13	198
Mizpah No.7	180704				
Sadie No.1	154047	07-01-52	7-01-52	4	198
Sadie No.2	154048	07-01-52	7-01-52	4	199
Sadie No.3	154049	07-01-52	7-01-52	4	199
Sadie No.4	154050	07-01-52	7-01-52	4	200
Sadle No.5	180705				

Amendments:

Name of Claim	BLM UMC Number	Date of Location or Amendment	Recorded in Millard Cty Date	Book	Page
Mizpah No.1	154051	10-28-85	10-31-85	194	590
Mizpah No.2	154052	"	"	"	591
Mizpah No.3	154053	"	"	"	592
Mizpah No.4	154054	"	"	"	593
Mizpah No.5	154055	"	"	"	594
Mizpah No.6	154056	"	"	"	595
Mizpah No.7	180704	"	"	"	596
Sadie No.1	154047	"	"	"	597
Sadie No.2	154048	"	"	"	598
Sadie No.3	154049	"	"	"	599
Sadie No.4	154050	"	"	"	600
Sadie No.5	180705	"	"	"	601

EXHIBIT D

1. Utah State Lease for Metalliferous Minerals dated July 13, 1987, covering Section 16, Township 12 South, Range 12 West, Salt Lake Base & Meridian.

2. Utah State Lease for Metalliferous Minerals dated July 13, 1987, covering Section 16, Township 15 South, Range 10 West, Salt Lake Base & Meridian.

3. Utah State Lease for Metalliferous Minerals dated August 31, 1987, covering Section 32, Township 14 South, Range 10 West, Salt Lake Base & Meridian.

EXHIBIT E

Water Rights Lease Agreement dated February 1, 1983 between Boyd F. Summerhays, as owner, and Yellow Cat Joint Venture, a joint venture of Western States Minerals Corporation and Nevada Resources Inc. a Memorandum of which is recorded in the office of the County Recorder of Millard County, Utah at Book 170, Page 625, covering the waters and water rights described in State of Utah Certificates of Appropriation of Water Nos. 9221 and 8440 and the lands described as follows:

T. 7 S., R. 16 W., S.L.B. & M

Section 11: NE1/4NE1/4;
Section 12: NW1/4, W1/2SE1/4, S1/2NE1/4.

EXHIBIT F

DRUM MINE

CLAIM LIST

UPDATED 8/12/86

The following unpatented lode mining claims, located in Detroit Mining District of Millard, State of Utah, which have been recorded in the records of Millard County, Utah, and filed in the Utah State Office of the Bureau of Land Management, as follows:

Name of Claim	Date of Location	Book	Page	Date	BLM UMC Number
Yellow Cat No. 1	9-01-70	79	383	9-03-70	124963
Yellow Cat No. 2	"	"	384	"	124964
"	"	163	687	6-30-82	"
Yellow Cat No. 3	"	79	385	9-03-70	124965
Yellow Cat No. 4	"	"	386	"	124966
Yellow Cat No. 5	"	"	387	"	124967
"	"	164	265	7-21-82	"
Yellow Cat No. 6	"	79	388	9-03-70	124968
Yellow Cat No. 7	"	"	389	"	124969
Yellow Cat No. 8	"	"	390	"	124970
Yellow Cat No. 9	"	"	391	9-01-70	124971
Yellow Cat No. 10	"	"	392	9-03-70	124972
Yellow Cat No. 11	"	"	393	"	124973
"	"	164	266	7-21-82	"
Yellow Cat No. 12	8-29-79	136	104	8-30-79	124974
YC-Fraction	6-25-80	143	771	7-29-80	224617
"	"	163	688	6-30-82	"
"	"	164	264	7-21-82	"
YC-13	"	143	772	7-29-80	224618
"	"	163	689	6-30-82	"
YC-14	"	143	773	7-29-80	224619
"	"	163	690	6-30-82	"
YC-15	"	143	774	7-29-80	224620
"	"	163	691	6-30-82	"
YC-16	"	143	775	7-29-80	224621
"	"	163	692	6-30-82	"
YC-17	"	143	776	7-29-80	224622
"	"	163	693	6-30-82	"
YC-18	"	143	777	7-29-80	224623
"	"	163	694	6-30-82	"
YC-19	"	143	778	7-29-80	224624
"	"	163	695	6-30-82	"
YC-20	"	143	779	7-29-80	224625
"	"	163	696	6-30-82	"
YC-21	"	143	780	7-29-80	224626
"	"	163	697	6-30-82	"
YC-22	"	143	781	7-29-80	224627
"	"	163	698	6-30-82	"
YC-23	"	143	782	7-29-80	224628
"	"	163	699	6-30-82	"
YC-24	"	143	783	7-29-80	224629
"	"	163	700	6-30-82	"
YC-25	"	143	784	7-29-80	224630
"	"	163	701	6-30-82	"
YC-26	"	143	785	7-29-80	224631
"	"	163	702	6-30-82	"
YC-27	"	143	786	7-29-80	224632
"	"	163	703	6-30-82	"
YC-28	"	143	787	7-29-80	224633
"	"	163	704	6-30-82	"

Name Of Claim	Date of Location	Recording Data			BLM UMC Number
		Book	Page	Date	
YC-29	6-23-80	143	788	7-29-80	224634
"	"	163	705	6-30-82	"
YC-30	"	143	789	7-29-80	224635
"	"	163	706	6-30-82	"
YC-31	"	143	790	7-29-80	224636
"	"	163	707	6-30-82	"
YC-32	"	143	791	7-29-80	224637
"	"	163	708	6-30-82	"
YC-33	"	143	792	7-29-80	224638
"	"	163	709	6-30-82	"
YC-34	"	143	793	7-29-80	224639
"	"	163	710	6-30-82	"
YC-35	"	143	794	7-29-80	224640
"	"	163	711	6-30-82	"
YC-36	"	143	795	7-29-80	224641
"	"	163	712	6-30-82	"
YC-37	"	143	796	7-29-80	224642
"	"	163	713	6-30-82	"
YC-38	"	143	797	7-29-80	224643
"	"	163	714	6-30-82	"
YC-39	"	143	798	7-29-80	224644
"	"	163	715	6-30-82	"
YC-40	"	143	799	7-29-80	224645
"	"	163	716	6-30-82	"
YC-41	"	143	800	7-29-80	224646
"	"	163	717	6-30-82	"
YC-42	"	143	801	7-29-80	224647
"	"	163	718	6-30-82	"
YC-43	"	143	802	7-29-80	224648
"	"	163	719	6-30-82	"
YC-44	"	143	803	7-29-80	224649
"	"	163	720	6-30-82	"
YC-45	"	143	804	7-29-80	224650
"	"	163	721	6-30-82	"
YC-46	6-24-80	143	805	7-29-80	224651
"	"	163	722	6-30-82	"
YC-47	"	143	606	7-29-80	224652
"	"	163	723	6-30-82	"
YC-48	"	143	807	7-29-80	224653
"	"	163	724	6-30-82	"
YC-49	"	143	808	7-29-80	224654
"	"	163	725	6-30-82	"
YC-50	"	143	809	7-29-80	224655
"	"	163	726	6-30-82	"
YC-51	"	143	810	7-29-80	224656
"	"	163	727	6-30-82	"
YC-52	"	143	811	7-29-80	224657
"	"	163	728	6-30-82	"
YC-53	"	143	812	7-29-80	224658
"	"	163	729	6-30-82	"
YC-54	"	143	813	7-29-80	224659
"	"	163	730	6-30-82	"
YC-55	"	143	814	7-29-80	224660
"	"	163	731	6-30-82	"
YC-56	"	143	815	7-29-80	224661
"	"	163	732	6-30-82	"
YC-57	"	143	816	7-29-80	224662
"	"	163	733	6-30-82	"
YC-58	"	143	817	7-29-80	224663
"	"	163	734	6-30-82	"
YC-59	"	143	818	7-29-80	224664
"	"	163	735	6-30-82	"

Name Of Claim	Date of Location	Recording Data			BLM UMC Number
		Book	Page	Date	
YC-60	6-24-80	143	819	7-29-80	224665
"	"	163	736	6-30-82	"
YC-61	"	143	820	7-29-80	224666
"	"	163	737	6-30-82	"
YC-62	9-21-82	166	156	9-23-82	258131
YC-63	"	"	157	"	258132
YC-64	"	"	158	"	258133
YC-65	"	"	159	"	258134
YC-66	"	"	160	"	258135
YC-67	"	"	161	"	258136
YC-68	"	"	162	"	258137
YC-69	"	"	163	"	258138
YC-70	"	"	164	"	258139
YC-71	"	"	165	"	258140
YC-72	9-22-82	"	166	"	258141
YC-73	"	"	167	"	258142
YC-74	"	"	168	"	258143
YC-75	"	"	169	"	258144
YC-76	"	"	170	"	258145
YC-77	"	"	171	"	258146
YC-78	"	"	172	"	258147
YC-79	"	"	173	"	258148
YC-80	"	"	174	"	258149
YC-81	"	"	175	"	258150
YC-82	10-26-82	167	287	11-18-82	260743
YC-83	"	"	288	"	260744
YC-84	"	"	289	"	260745
.C-85	"	"	290	"	260746
YC-86	11-05-82	"	291	"	260747
YC-87	"	"	292	"	260748
YC-88	"	"	293	"	260749
YC-89	"	"	294	"	260750
YC-90	"	"	295	"	260751
YC-91	"	"	296	"	260752
YC-92	"	"	297	"	260753
YC-93	"	"	298	"	260754
YC-94	"	"	299	"	260755
C-95	"	"	300	"	260756
YC-96	"	"	301	"	260757
YC-97	"	"	302	"	260758
YC-98	"	"	303	"	260759
YC-99	"	"	304	"	260760
YC-100	"	"	305	"	260761
YC-101	"	"	306	"	260762
YC-102	"	"	307	"	260763
YC-103	"	"	308	"	260764
YC-104	"	"	309	"	260765
YC-105	"	"	310	"	260766
YC-106	11-06-82	"	311	"	260767
YC-107	"	"	312	"	260768
YC-108	"	"	313	"	260769
YC-109	"	"	314	"	260770
YC-110	"	"	315	"	260771
YC-111	"	"	316	"	260772
YC-112	"	"	317	"	260773
YC-113	"	"	318	"	260774
YC-114	"	"	319	"	260775
YC-115	"	"	320	"	260776
YC-116	"	"	321	"	260777
YC-117	"	"	322	"	260778
YC-118	"	"	323	"	260779
YC-119	"	"	324	"	260780
YC-120	"	"	325	"	260781
YC-121	"	"	326	"	260782
YC-122	"	"	327	"	260783
YC-123	"	"	328	"	260784

Name Of Claim	Date of Location	Recording Data Book	Page	Date	BLM UMC Number
YC-124	11-06-82	167	329	11-18-82	260785
YC-125	"	"	330	"	260786
YC-126	"	"	331	"	260787
YC-127	"	"	332	"	260788
YC-128	"	"	333	"	260789
₁C-129	"	"	334	"	260790
YC-130	"	"	335	"	260791
YC-131	"	"	336	"	260792
YC-132	"	"	337	"	260793
YC-133	"	"	338	"	260794
YC-134	"	"	339	"	260795
YC-135	"	"	340	"	260796
YC-136	"	"	341	"	260797
YC-137	"	"	342	"	260798
YC-138	"	"	343	"	260799
YC-139	"	"	344	"	260800
YC-140	"	"	345	"	260801
YC-141	"	"	346	"	260802
YC-142	"	"	347	"	260803
YC-143	"	"	348	"	260804
YC-144	11-07-82	"	349	"	260805
YC-145	"	"	350	"	260806
YC-146	"	"	351	"	260807
YC-147	"	"	352	"	260808
YC-148	"	"	353	"	260809
YC-149	"	"	354	"	260810
YC-150	"	"	355	"	260811
YC-151	"	"	356	"	260812
YC-152	"	"	357	"	260813
YC-153	"	"	358	"	260814
YC-154	11-08-82	"	359	"	260815
YC-155	"	"	360	"	260816
YC-156	"	"	361	"	260817
YC-157	"	"	362	"	260818
YC-158	"	"	363	"	260819
YC-159	"	"	364	"	260820
YC-160	"	"	365	"	260821
YC-161	"	"	366	"	260822
YC-162	"	"	367	"	260823
YC-163	"	"	368	"	260824
YC-164	"	"	369	"	260825
YC-165	"	"	370	"	260826
YC-170	12-04-82	"	874	12-08-82	260831
YC-171	"	"	875	"	260832
YC-172	"	"	876	"	260833
YC-175	12-07-82	168	218	12-20-82	260733
YC-176	"	"	219	"	260734
YC-177	"	"	220	"	260735
YC-178	"	"	221	"	260736
YC-179	4-27-83	171	22	4-28-83	264756
YC-180	"	"	23	"	264757
YC-181	"	"	24	"	264758
YC-182	"	"	25	"	264759
YC-183	"	"	26	"	264760
Yellow Cat-184	5-07-84	181	210	5-08-84	277088
Yellow Cat-185	"	"	211	"	277089
Yellow Cat-186	"	"	212	"	277090
Yellow Cat-187	"	"	213	"	277091
Yellow Cat-188	"	"	214	"	277092
Yellow Cat-189	"	"	215	"	277093
Yellow Cat-190	"	"	216	"	277094
Yellow Cat-191	"	"	217	"	277095

Name Of Claim	Date of Location	Recording Data			BLM UMC Number
		Book	Page	Date	
Yellow Cat-192	"	"	218	"	277096
Yellow Cat-193	"	"	219	"	277097
C Yellow Cat-14	10-15-85	194	585	10-31-85	287419
C Yellow Cat-15	"	"	586	"	287420
C Yellow Cat-18	"	"	587	"	287421
C Yellow Cat-19	"	"	588	"	287422
Yellow Cat-194	"	"	589	"	287423
DV - 1	10-13-87	213	25	10-30-87	305051
D.V. ≠ 2	10-14-87	213	26	10-30-87	305052
West Mizpah	6-23-85	171	353	6-25-85	284393

.00.07

TOAD CLAIM LIST

The following unpatented lode mining claims, located in Detroit Mining District of Millard, State of Utah, which have been recorded in the records of Millard County, Utah, and filed in the Utah State Office of the Bureau of Land Management, as follows:

| Name of Claim | Location | Recording Data | | | BLM |
		Book	Page	Date	UMC Number
Toad 2	8-16-87	211	639	8-31-87	302942
Toad 3	8-16-87	211	640	8-31-87	302943
Toad 4	8-16-87	211	641	8-31-87	302944
Toad 5	8-16-87	211	642	8-31-87	302945
Toad 6	8-16-87	211	643	8-31-87	302946
Toad 7	8-16-87	211	644	8-31-87	302947
Toad 8	8-16-87	211	645	8-31-87	302948

County Line Claims

The following unpatented lode mining claims located in the Detroit Mining District, Millard and Juab Counties, Utah, the location notices of which are of record in the Utah State Office of the Bureau of Land Management ("BLM") and the offices of the Millard and Juab County Recorders, Utah as follows:

Name of Claim	BLM U MC Number	Date of Location	County Recorder	Book	Page	File Number
DM - 9	305053	10/3/87	Juab	330	664	186535
DM - 10	305054	10/3/87	Juab	330	665	186536
DM - 11	305055	10/3/87	Juab	330	666	186537
DM - 12	305056	10/3/87	Juab	330	667	186538
DM - 13	305057	10/3/87	Juab	330	668	186539
DM - 14	305058	10/3/87	Juab	330	669	186540
DM - 15	305059	10/3/87	Juab	330	670	186541
DM - 16	305060	10/3/87	Juab	330	671	186542
DM - 17	305061	10/3/87	Juab	330	672	186543
DM - 18	305062	10/3/87	Juab	330	673	186544
DM - 19	305063	10/3/87	Millard	213	15	66587
DM - 20	305064	10/3/87	Millard	213	16	66588
DM - 21	305065	10/3/87	Millard	213	17	66589
DM - 22	305066	10/3/87	Millard	213	18	66590
DM - 23	305067	10/3/87	Millard	213	19	66591
DM - 24	305068	10/3/87	Millard	213	20	66592
DM - 25	305069	10/3/87	Millard	213	21	66593
DM - 26	305070	10/3/87	Millard	213	22	66594
DM - 27	305071	10/3/87	Millard	213	23	66595
DM - 28	305072	10/3/87	Millard	213	24	66596
DM - 29	305073	10/3/87	Juab	330	674	186545
DM - 30	305074	10/3/87	Juab	330	675	186546
DM - 31	305075	10/3/87	Juab	330	676	186547
DM - 32	305076	10/3/87	Juab	330	677	186548

T 14 S, R 11 W, SLM: Sections 34 & 35
T 15 S, R 11 W, SLM: Section 3

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ITEM # QUANTITY            DESCRIPTION
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    1       3     250 GPM CARBON COLUMNS
    2       1     6' DIAMETER WASH TANK
    3       3     15 HP D-1011 WORTHINGTON PREG PUMPS, W/BACKUPS
    4       1     7 1/2 HP ALLIS CHALMERS PUMP, CARBON TRANSFER, W/ BACKUP
    5       9     TOTALIZING FLOWMETERS, DATA INDUSTRIAL, PREG SYSTEM
    6       1     1,000,000 GALLON PREG POND, HYPALON LINED
    7       1     1,000,000 GALLON BARREN POND, HYPALON LINED
    8       1     TOTALIZING FLOWMETER, DATA INDUSTRIAL, BARREN SYSTEM
    9       2     40 HP D-1011 WORTHINGTON PREG PUMPS, W/BACKUPS
   10       1     60 HP D-1011 WORTHINGTON PREG PUMPS, W/BACKUPS
   11       1     BARREN DISTRIBUTION SYSTEM, POLYETHELENE, PVC COMBINATION
   12       2     PUMPING BARGES W/ RAMPS
   13       1     4,500 #/DAY CARBON STRIPPING SYSTEM
                      a.   3 STRIP TANKS
                      b.   2 OIL FIRED HOT WATER HEATERS
                      c.   2 STRIP CIRCULATION PUMPS, BURKES W/ BACKUPS
                      d.   2 RECTANGULAR ELECTROLYTIC CELLS
                      e.   1 POWER EXHAUST SYSTEM, ELECTROLYTIC CELL AREA
                      f.   TOTALIZING FLOWMETER, DATA INDUSTRIAL, STRIPPING SYSTEM
                      g.   1 HBS RECTIFIER
   14       1     6,000 GAL. VERTICAL TANK, GLYCOL STORAGE
   15       1     1,000 GAL VERTICAL TANK, STRIPPING SOLUTION STORAGE
   16       1     21,000 GAL VERTICAL TANK, LIQUID CAUSTIC STORAGE
   17       1     LINDBERG MELTING FURNACE, #30 CRUCIBLE CAPACITY, W/ ACCESSORIES
   18       1     POWER EXHAUST SYSTEM, SMELTING AREA
   19       1     BUCHNER FILTER, 36" DIAMETER
   20       1     PERISTALTIC PUMP
   21       1     10 HP EMGLO AIR COMPRESSOR
   22       1     1 HP EMGLO AIR COMPRESSOR
   23       1     METTLER BULLION BALANCE
   24       1     VIDEO SURVEILLANCE SYSTEM, W/ RECORDER
   25       1     FLOOR SAFE
   26       1     TELEPHONE SYSTEM
   27       1     140 GPM FRESH WATER SUPPLY SYSTEM W/ PUMPS, 7 MILE 6" METAL PIPELINE
   28       1     PERIMETER FENCE SYSTEM
   29       1     SAMPLE PREPERATION FACILITY, 100 SAMPLES/ SHIFT CAPACITY
                      a.   1 BICO JAW CRUSHER
                      b.   1 BICO ROTATING DISC PULVERISER
                      c.   2 DRYING OVENS
                      d.   1 POWER VENTILATION SYSTEM
   30       1     LABORATORY FACILITY, 100 SAMPLES/SHIFT CAPACITY, WET, FIRE ASSAYS
                      a.   1 PERKIN ELMER # 2280 ATOMIC ADSORPTION SPECTROPHOTOMETER
                      b.   1 LABORATORY SAMPLE SHAKER
                      c.   1 HAMILTON DIGITAL DILLUTOR
                      d.   1 BICO JAW CRUSHER
                      e.   1 LABCONCO FUME HOOD
                      f.   2 STIRRING HOT PLATES
                      g.   1 CENTRIFUGE
                      h.   1 PH METER
                      i.   1 CAHN 28 MICROBALANCE
                      j.   1 LINDBEWRG ELECTRIC ASSAY FURNACE
                      k.   1 METTLER 200g. PULP BALANCE
                      l.   1 JEWELLERS ROLL
   31       1     WORKING INVENTORY OF PARTS FOR  SYSTEM MAINTENANCE
   32       1     WORKING INVENTORY OF HAND TOOLS FOR SYSTEM MAINTENANCE
   33       1     WORKING INVENTORY OF OFFICE EQUIPMENT AND SUPPLIES
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35	1	WELL PUMP & WATER-LINE
36	4	GENERATORS
37	1	500 GALLON TANK @ PD PUMP
38	1	1000 GALLON TANK @ WATER WELL
39	2	500 GALLON TANKS @ GENERAORS (04.6-411&04.6-412)
40	2	10000 GALLON DIESEL TANKS (UNDERGROUND)
41	1	4000 GALLON GASOLINE TANK (UNDERGROUND)